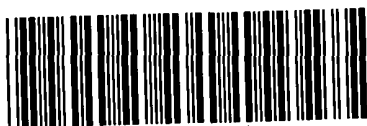


Company Registration No. 04086475 (England and Wales)

NORTHERN & SHELL NETWORK LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

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COMPANIES HOUSE

NORTHERN & SHELL NETWORK LIMITED

COMPANY INFORMATION

Directors	Mr R C Desmond Mr R Sanderson Mr M S Ellice Dr P Ashford Mr D Rancombe Mr R Martin	(Appointed 8 July 2016) (Appointed 8 July 2016)
Secretary	Mr R Sanderson	
Company number	04086475	
Registered office	The Northern & Shell Building Number 10 Lower Thames Street London United Kingdom EC3R 6EN	
Auditor	KPMG LLP 15 Canada Square London United Kingdom E14 5GL	
Bankers	Barclays Bank 27 Soho Square London United Kingdom W1D 3QR	

NORTHERN & SHELL NETWORK LIMITED

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NORTHERN & SHELL NETWORK LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2016

The directors present their annual report and financial statements for the year ended 31 December 2016.

Principal activities

The principal activity of the Company is unchanged from last year, and that is of a holding company for a group of companies engaged in newspaper publishing and printing, magazine publishing and the exploitation and further development of intellectual property and media assets.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr R C Desmond

Mr R Sanderson

Mr S Myerson

(Resigned 8 July 2016)

Mr M S Ellice

Dr P Ashford

Mr D Rancombe

(Appointed 8 July 2016)

Mr R Martin

(Appointed 8 July 2016)

Results and dividends

The results for the year are set out on page 6.

The company recorded a loss before taxation of £9.2 million (2015: £8.1 million), after receiving dividends of £14.3 million (2015: £6.7 million) from group undertakings (note 6), recording the related return of cost on investment of £6.5 million (2015: £nil) (note 10), a foreign exchange gain of £29.1 million (2015: £6.7 million) on retranslation of amounts owed by group undertakings, a charge of £32.1 million in respect of provisions against intercompany debt (2015: £9.7 million) and a charge of £7.0 million for investment impairment losses (2015: £5.0 million).

No ordinary dividends were paid (2015: £80.1 million). The directors do not recommend payment of a final dividend.

Review of the period and future developments

The directors consider the result for the year to be satisfactory. It is the intention of the company to continue in its principal activity for the foreseeable future.

The risks, uncertainties and key performance indicators pertaining to the company are consistent with those experienced by the company's fellow subsidiaries. They are discussed in the Strategic Report of Northern & Shell Media Group Limited, the ultimate parent of the company.

The company's net assets were £438.7 million as at 31 December 2016 (2015: £448.5 million).

Financial risk management

The company has not implemented specific measures to mitigate financial risks because the directors believe that the nature of the company's operations are such that it is not exposed to financial risks that might impact adversely on the financial performance of the company. The directors keep this position under constant review.

Political donations

The company made no political donations or incurred any political expenditure during the year (2015: £nil).

Auditor

The auditor, KPMG LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

NORTHERN & SHELL NETWORK LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Going concern

The company has net current liabilities. A letter of support has been received from the ultimate parent company, Northern & Shell Media Group Limited, stating that this company will provide financial support as necessary to enable the company to meet its obligations as and when they fall due. Accordingly, the directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



Mr R Sanderson
Director

Date: 20 June 2017

NORTHERN & SHELL NETWORK LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2016

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTHERN & SHELL NETWORK LIMITED

We have audited the financial statements of Northern & Shell Network Limited for the year ended 31 December 2016 set out on pages 6 to 20. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, the information given in the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' Report:

- we have not identified material misstatements in that report; and
- in our opinion, that report has been prepared in accordance with the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBERS OF NORTHERN & SHELL NETWORK LIMITED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

Adrian Wilcox (Senior Statutory Auditor)
for and on behalf of KPMG LLP

Chartered Accountants
Statutory Auditor

15 Canada Square
London
United Kingdom
E14 5GL

Date: 22 June 2017

NORTHERN & SHELL NETWORK LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2016

	Notes	2016 £000	2015 £000
Administrative expenses		(10,017)	(7,968)
Operating loss	3	(10,017)	(7,968)
Income from shares in group undertakings	6	7,841	6,711
Interest receivable from group undertakings	6	5,016	4,684
Interest payable and similar expenses	7	(12,054)	(11,514)
Loss before taxation		(9,214)	(8,087)
Taxation	8	(653)	2
Loss for the financial year		(9,867)	(8,085)
Other comprehensive income		-	-
Total comprehensive income for the year		(9,867)	(8,085)

The Statement of Comprehensive Income has been prepared on the basis that all operations are continuing operations.

The notes on pages 9 to 20 form an integral part of these financial statements.

NORTHERN & SHELL NETWORK LIMITED

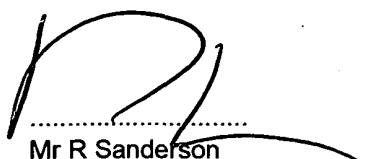
BALANCE SHEET

AS AT 31 DECEMBER 2016

	Notes	2016 £000	2015 £000
Fixed assets			
Investments	10	858,899	872,400
		<u>858,899</u>	<u>872,400</u>
Current assets			
Debtors	14	98,654	55,720
Creditors: amounts falling due within one year	15	(518,899)	(479,599)
Net current liabilities		<u>(420,245)</u>	<u>(423,879)</u>
Net assets		<u>438,654</u>	<u>448,521</u>
Capital and reserves			
Called up share capital	17	110	110
Share premium account		42,884	42,884
Capital redemption reserve		100	100
Profit and loss reserves		395,560	405,427
Total equity		<u>438,654</u>	<u>448,521</u>

The notes on pages 9 to 20 form an integral part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 20 June 2017 and are signed on its behalf by:



 Mr R Sanderson
 Director

Company Registration No. 04086475

NORTHERN & SHELL NETWORK LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2016

	Notes	Share capital £000	Share premium account £000	Capital redemption reserve £000	Profit and loss reserves £000	Total £000
Balance at 1 January 2015		110	41,243	100	493,607	535,060
Year ended 31 December 2015:						
Total comprehensive income for the year		-	-	-	(8,085)	(8,085)
Issue of share capital	17	-	1,641	-	-	1,641
Dividends	9	-	-	-	(80,095)	(80,095)
Balance at 31 December 2015		110	42,884	100	405,427	448,521
Year ended 31 December 2016:						
Total comprehensive income for the year		-	-	-	(9,867)	(9,867)
Balance at 31 December 2016		110	42,884	100	395,560	438,654

The notes on pages 9 to 20 form an integral part of these financial statements.

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

1 Accounting policies

Company information

Northern & Shell Network Limited is a company limited by shares incorporated in England and Wales. The registered office is The Northern & Shell Building, Number 10 Lower Thames Street, London, United Kingdom, EC3R 6EN.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £000 (unless stated otherwise).

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Northern & Shell Network Limited is a wholly owned subsidiary of Northern & Shell Media Group Limited and the results of Northern & Shell Network Limited are included in the consolidated financial statements of Northern & Shell Media Group Limited which are available from its registered office, The Northern & Shell Building, Number 10 Lower Thames Street, London, EC3R 6EN.

The company has taken advantage of the exemption provided in section 33.1A of Financial Reporting Standard 102 from the requirement to disclose transactions with other wholly owned group members of Northern & Shell Media Group Limited.

1.2 Going concern

The company has net current liabilities. A letter of support has been received from the ultimate parent company, Northern & Shell Media Group Limited, stating that this company will provide financial support as necessary to enable the company to meet its obligations as and when they fall due. Accordingly, the directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

1 Accounting policies

(Continued)

1.3 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.4 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.5 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

1 Accounting policies

(Continued)

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.6 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.7 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date, and any adjustment to tax payable/receivable in respect of previous years.

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2016

1 Accounting policies

(Continued)

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the standard enacted rate of corporation tax in the UK of 17% (2015: 18%). Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

1.8 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Operating loss

	2016	2015
	£000	£000
Operating loss for the year is stated after charging/(crediting):		
Exchange gains	(29,050)	(6,723)
Impairment of fixed asset investments	7,000	5,000
Increase in provision against intercompany debt	32,068	9,682

4 Auditor's remuneration

Auditor's remuneration of £4,000 in respect of the audit of these financial statements for the year ended 31 December 2016 (2015: £4,000) is borne by Northern & Shell Plc, a subsidiary undertaking.

5 Directors' remuneration

There were no directors' emoluments in the year (2015: £nil).

There were no employees during the year other than the directors.

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2016

6 Interest receivable and similar income

	2016 £000	2015 £000
Interest income		
Interest receivable from group undertakings	5,016	4,684
Income from fixed asset investments		
Income from shares in group undertakings	14,342	6,711
Total income	<u>19,358</u>	<u>11,395</u>

During the year, the company received dividends of £14.3 million from Northern & Shell Insurance Limited, a subsidiary undertaking, comprising amounts due from group undertakings of £14.3 million and cash of £30,000.

Income from shares in group undertakings in the above table is presented by way of a return of cost on investment of £6.5 million (2015: £nil) (note 10) and income from shares in group undertakings of £7.8 million (2015: £6.7 million) in the profit and loss account.

In 2015, the company received dividends of £686,000 from Northern & Shell Group Limited, £5.4 million from Northern & Shell Plc and £252,000 from Northern and Shell Finance Limited, each subsidiary undertakings and comprising amounts due from group undertakings. The company also received dividends of £400,000 from Northern & Shell Plc, comprising the entire issued share capital of Northern & Shell Services Limited and Sorse Distribution Limited, each fellow subsidiary undertakings.

7 Interest payable and similar expenses

	2016 £000	2015 £000
Interest payable to group undertakings	<u>12,054</u>	<u>11,514</u>

8 Taxation

	2016 £000	2015 £000
Current tax		
Adjustments in respect of prior periods	24	1
Group tax relief	446	(24)
Total current tax	<u>470</u>	<u>(23)</u>
Deferred tax		
Origination and reversal of timing differences	<u>183</u>	<u>21</u>
Total tax charge/(credit)	<u>653</u>	<u>(2)</u>

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

8 Taxation

(Continued)

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly. The deferred tax asset at 31 December 2016 has been calculated based on these rates.

The actual charge/(credit) for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2016 £000	2015 £000
Loss before taxation	(9,214)	(8,087)
Expected tax credit based on the standard rate of corporation tax in the UK of 20.00% (2015: 20.25%)	(1,843)	(1,638)
Tax effect of expenses that are not deductible in determining taxable profit	7,814	2,974
Adjustments in respect of prior years	22	1
Effect of change in corporation tax rate	(21)	20
Dividend income	(1,568)	(1,359)
Deferred tax asset not recognised	(3,751)	-
Taxation for the year	653	(2)

The company has tax losses of £nil (2015: £28.6 million) available to carry forward against future profits. Whilst the company expected to be able to benefit from tax losses carried forward, no deferred tax asset was recognised in the comparative period as future benefit was not certain and losses may be surrendered to other group companies.

9 Dividends

	2016 £000	2015 £000
Interim paid	-	80,095

During the year, the company paid dividends of £nil (2015: £80.1 million) to Northern & Shell Media Group Limited, its immediate parent undertaking.

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

10 Fixed asset investments

	Notes	2016 £000	2015 £000
Investments in subsidiaries	11	858,899	872,400

Impairment testing:

The company's policy is to carry out annual reviews of its investments. Based on operating results for the subsidiary undertakings, future forecasts and their net assets, the directors consider that the investments' carrying amount exceeded the recoverable amount by £7.0 million and consequently has been written down by this amount. The impairment loss has been recognised within administrative expenses in the profit and loss account (note 3).

The recoverable amount of investments has been assessed with reference to its value in use which is calculated as the net present value of future cash flows using a discount rate of 8% (2015: 8%) as well as a terminal growth rate of 0% which the directors consider to be representative of the company and the market in which it operates.

During the year, the company received dividend income of £14.3 million from Northern & Shell Insurance Limited, its immediate subsidiary undertaking (note 6). The dividend income is presented in the financial statements by way of a return of cost on investment of £6.5 million and dividend income of £7.8 million in the profit and loss account. The return of cost on investment represents the permanent diminution of value generated by the payment of the dividend from its subsidiary undertaking.

Movements in fixed asset investments

	Shares in group undertakings £000
Cost or valuation	
At 1 January 2016 & 31 December 2016	1,462,148
Impairment	
At 1 January 2016	589,748
Impairment losses	7,000
Return of cost on investment	6,501
At 31 December 2016	603,249
Carrying amount	
At 31 December 2016	858,899
At 31 December 2015	872,400

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2016

11 Subsidiaries

Details of the company's subsidiaries at 31 December 2016 are as follows:

Name of undertaking and country of incorporation or residency		Nature of business	Class of shareholding	% Held Direct Indirect	
Northern & Shell Plc	United Kingdom	Publishing	Ordinary	100.00	
Northern & Shell Media Limited	United Kingdom	Holding company	Ordinary	100.00	
Northern & Shell Worldwide Limited	United Kingdom	Intellectual property exploitation	Ordinary	100.00	
Northern & Shell Leasing Limited	United Kingdom	Leasing assets	Ordinary	100.00	
Northern & Shell Titles Limited	United Kingdom	Holding of trademarks	Ordinary	100.00	
Northern & Shell Insurance Limited *	Guernsey	Insurance	Ordinary	100.00	
Northern and Shell Finance Limited	United Kingdom	Treasury	Ordinary	100.00	
Northern & Shell Digital Limited	United Kingdom	Dormant	Ordinary	100.00	
Northern & Shell Ventures Limited	United Kingdom	Media assets exploitation	Ordinary	100.00	
Northern & Shell Media Holdings Limited	United Kingdom	Holding company	Ordinary		100.00
Broughton Printers Limited **	United Kingdom	Printing	Ordinary		100.00
OK! Magazine Holdings Limited	United Kingdom	Dormant	Ordinary		100.00
Express Newspapers	United Kingdom	Publishing	Ordinary		100.00
Express Printers Manchester Limited	United Kingdom	Dormant	Ordinary		100.00
LTS Contractors Limited	United Kingdom	Dormant	Ordinary		100.00
LTS Rentals Limited	United Kingdom	Letting of office space	Ordinary		100.00
West Ferry Printers Limited	United Kingdom	Printing	Ordinary		100.00
West Ferry Leasing Limited	United Kingdom	Leasing assets	Ordinary		100.00
West Ferry Printers Pension Scheme Trustees Limited	United Kingdom	Dormant	Ordinary		100.00
Beaverbrook Newspapers Limited	United Kingdom	Dormant	Ordinary		100.00
Blackfriars Leasing Limited	United Kingdom	Dormant	Ordinary		100.00
Daily Star Limited	United Kingdom	Dormant	Ordinary		100.00
Express Property Management Limited	United Kingdom	Dormant	Ordinary		100.00
Express Newspapers Pension Trustees Limited	United Kingdom	Dormant	Ordinary		100.00

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

11	Subsidiaries	(Continued)			
	Daily Express Limited	United Kingdom	Dormant	Ordinary	100.00
	Express Newspapers Properties Limited	United Kingdom	Dormant	Ordinary	100.00
	Sunday Express Limited	United Kingdom	Dormant	Ordinary	100.00
	United Magazines Publishing Services Limited	United Kingdom	Dormant	Ordinary	100.00
	Scottish Express Newspapers Limited	United Kingdom	Dormant	Ordinary	100.00
	Northern & Shell North America Limited ***	United Kingdom	Publishing	Ordinary	100.00
	Northern & Shell Marketing LLC	United Kingdom	Publishing	Ordinary	100.00
	Northern & Shell Distribution Limited	United Kingdom	Magazine distributor	Ordinary	100.00
	Northern & Shell Magazines Limited	United Kingdom	Publishing	Ordinary	100.00
	The Green Magazine Company Limited	United Kingdom	Dormant	Ordinary	100.00
	Sightline Publications Limited	United Kingdom	Dormant	Ordinary	100.00
	The Northern & Shell Tower Management Services Limited	United Kingdom	Dormant	Ordinary	100.00
	Burginhal 677 Limited	United Kingdom	Dormant	Ordinary	100.00
	Export Magazine Distributors Limited	United Kingdom	Dormant	Ordinary	100.00
	Tower Magazines Limited	United Kingdom	Dormant	Ordinary	100.00
	Northern & Shell Videos Limited	United Kingdom	Dormant	Ordinary	100.00
	OK Magazines Limited	United Kingdom	Dormant	Ordinary	100.00
	OK Magazines Trading Co Limited	United Kingdom	Dormant	Ordinary	100.00

* Denotes the company was entered in to voluntary liquidation on 23/02/2016.

** Denotes the company ceased its principal activity in 2015.

*** Denotes operates a branch in the United States of America, of which the principal trade and assets were disposed during 2011.

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2016

12 Associates

Details of the company's associates at 31 December 2016 are as follows:

Name of undertaking and country of incorporation or residency	Nature of business	Class of shareholding	% Held	
			Direct	Indirect
Tepilo Limited	United Kingdom	Online estate agency	Preference	100.00
OpenRent Limited	United Kingdom	Online lettings agency	Ordinary	30.00
My Single Friend Limited	United Kingdom	Online dating	Ordinary	40.00
Tepilo Limited	United Kingdom	Online estate agency	Ordinary	39.00

13 Joint ventures

Details of the company's joint ventures at 31 December 2016 are as follows:

Name of undertaking and country of incorporation or residency	Nature of business	Class of shareholding	% Held	
			Direct	Indirect
Independent Star Limited	Republic of Ireland	Publishing	Ordinary	50.00
Iberian Ediciones Limited *	United Kingdom	Publishing	Ordinary	50.00

* Denotes operates a branch in Spain. The company is currently in voluntary liquidation.

14 Debtors

	2016	2015
Amounts falling due within one year:	£000	£000
Amounts due from group undertakings	83,938	38,711
Amounts due from group undertakings with respect to group relief	14,716	16,826
Deferred tax asset (note 16)	-	183
	<u>98,654</u>	<u>55,720</u>

Amounts due from group undertakings carry interest between 2% and 2.5% above base rate, are unsecured and repayable on demand. Amounts owed by dormant group undertakings, included in amounts due from group undertakings, and amounts due from group undertakings with respect to group relief are non-interest bearing.

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2016

15 Creditors: amounts falling due within one year

	2016 £000	2015 £000
Amounts due to group undertakings	518,899	479,599

Amounts due to group undertakings carry interest between 2% and 2.5% above base rate or LIBOR, are unsecured and repayable on demand. Amounts owed to dormant group undertakings, included in amounts due to group undertakings, are non interest bearing.

16 Deferred taxation

The following is the analysis of the deferred tax balances for financial reporting purposes:

	Assets 2016 £000	Assets 2015 £000
Balances:		
Accelerated capital allowances	-	183
Movements in the year:		2016 £000
Liability/(Asset) at 1 January 2016		(183)
Charge to profit or loss		183
Liability/(Asset) at 31 December 2016		-

17 Share capital

	2016 £000	2015 £000
Ordinary share capital		
Issued and fully paid		
110,006 Ordinary of £1 each	110	110

In 2015, as part of a group reorganisation, the company issued 2 ordinary shares of £1 each in the capital of the company to Northern & Shell Media Group Limited, its immediate parent undertaking, for an aggregate subscription price of £1.6 million.

NORTHERN & SHELL NETWORK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

18 Financial commitments, guarantees and contingent liabilities

The company is part of the Northern & Shell Media Group Limited group. At 31 December 2016, certain claims in the normal course of business were pending against the Group and certain tax computations were still subject to agreement with the relevant taxation authorities. Although there is uncertainty regarding the final outcome of these matters, the directors believe, based on professional advice received, that adequate provision has been made in the financial statements for anticipated liabilities and the probable ultimate resolution of such matters will not have a material effect on the financial statements of the company.

19 Events after the reporting date

After the year end, the company transferred 100 ordinary shares of £1.00 each, comprising the entire issued share capital of Northern & Shell Ventures Limited, to Northern & Shell Media Group Limited, the company's immediate parent undertaking, at fair value for a consideration of £18.4 million.

20 Controlling party

The immediate and ultimate parent undertaking is Northern & Shell Media Group Limited.

The ultimate controlling party is Richard Desmond, the Chairman of Northern & Shell Media Group Limited.

The largest and smallest groups into which these accounts are consolidated is Northern & Shell Media Group Limited. Northern & Shell Media Group Limited is registered in England. Copies of the financial statements of Northern & Shell Media Group Limited can be obtained from: The Northern & Shell Building, Number 10 Lower Thames Street, London, EC3R 6EN, United Kingdom.